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Hearing Date: June 26, 2007  
Hearing Time: 10:00 a.m.  
Response Deadline: June 19, 2007

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

DELPHI CORPORATION, *et al.*,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

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**RESPONSE OF NATIONAL INSTRUMENTS CORPORATION TO DEBTORS'  
THIRTEENTH OMNIBUS OBJECTION (SUBSTANTIVE) PURSUANT TO 11 U.S.C.  
§502 AND FED. R. BANKR. P. 3007 TO CERTAIN (A) INSUFFICIENTLY  
DOCUMENTED CLAIMS, (B) CLAIMS NOT REFLECTED ON DEBTOR'S BOOKS  
AND RECORDS, (C) PROTECTIVE INSURANCE CLAIMS, (D) INSURANCE CLAIMS  
NOT REFLECTED ON DEBTORS' BOOKS AND RECORDS, (E) UNTIMELY CLAIMS  
AND UNTIMELY TAX CLAIMS, AND (F) CLAIMS SUBJECT TO MODIFICATION,  
TAX CLAIMS SUBJECT TO MODIFICATION, AND CLAIMS SUBJECT TO  
MODIFICATION AND RECLAMATION AGREEMENT**

National Instruments Corporation ("National Instruments"), by and through its undersigned counsel, Fulbright & Jaworski L.L.P., hereby submits this Response to the Debtor's Thirteenth Omnibus Objection (the "Response") to Claims filed by Delphi Corporation and its affiliated debtors (collectively, the "Debtors"), and respectfully represents as follows:

1. National Instruments filed its proof of claim (the "Proof of Claim") in the above-referenced jointly administered bankruptcy case on July 24, 2006, in the total aggregate amount of \$237,792.65, said amount representing the pre-petition sale of goods. Invoices and other related documentation supporting the claim amount were attached to the Proof of Claim.

2. On April 27, 2007, the Debtors filed their Thirteenth Omnibus Objection to certain claims (the "Thirteenth Omnibus Objection"). A hearing on the Thirteenth Omnibus Objection is scheduled for June 26, 2007, and all responses are due by June 19, 2007.

3. In the Thirteenth Omnibus Objection, the Debtors seek to modify the Proof of Claim to the reduced amount of \$229,900.58 and to change the debtor case number to 05-44640, for which the debtor entity is Delphi Automotive Systems LLC. The Debtors have not offered any evidence to support their proposed modifications to the Proof of Claim.

4. National Instruments has performed an exhaustive search of its records and has determined that the Proof of Claim amount filed on July 19, 2006 is in fact correct, and that such amount is not subject to further offsets or other deductions. Additionally, the invoices and other documentation submitted with the Proof of Claim reflect the names of the various debtor entities to which goods were sold.

WHEREFORE, National Instruments respectfully requests that the Thirteenth Omnibus Objection to National Instruments' Proof of Claim be denied and that its unsecured claim in the amount of \$237,792.65 be allowed in all respects, and that the Court grant such other and further relief as is just and proper at law or in equity.

Dated: New York, New York  
June 18, 2007

FULBRIGHT & JAWORSKI L.L.P.

By: /s/ David A. Rosenzweig  
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COUNSEL FOR NATIONAL INSTRUMENTS  
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**CERTIFICATE OF SERVICE**

I hereby certify that on June 18, 2007, a true and correct copy of the foregoing Response to Debtors' Thirteenth Obmibus Objection was served by First Class United States mail, postage prepaid, to the following parties:

Delphi Corporation  
Attn: General Gounsel  
5725 Delphi Drive  
Troy, Michigan 48098

Skadden, Arps, Slate, Meagher & Flom LLP  
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/s/ David A. Rosenzweig